

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO
RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,
et al.,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**FIFTH SUPPLEMENTAL DECLARATION OF
ROBERT GORDON IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF RETIRED EMPLOYEES OF THE
COMMONWEALTH OF PUERTO RICO FOR ORDER
APPROVING THE EMPLOYMENT OF JENNER & BLOCK LLP**

I, Robert Gordon, hereby declare (this “**Fifth Supplemental Declaration**”) that the following is true and correct to the best of my knowledge, information and belief:

1. On June 16, 2017, the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “**Retiree Committee**”) selected Jenner & Block LLP (“**Jenner & Block**”) as its counsel, subject to this Court’s approval.

¹ The Debtors in these jointly-administered PROMESA title III cases (these “**Title III Cases**”), along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17 BK 3284) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric and Power Authority (Bankruptcy Case No. 17 BK 4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801).

2. On July 19, 2017, the Retiree Committee filed with the Court its *Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP*. (Dkt. No. 670-1, the “**Application.**”) Attached as Exhibit A to the Application is the *Declaration of Robert Gordon in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP*. (Dkt. No. 670-2, the “**Original Declaration.**”)

3. On November 13, 2017, I filed the *First Supplemental Declaration of Robert Gordon in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP*. (Dkt. No. 1766, the “**First Supplemental Declaration**”).

4. On July 18, 2018, I filed the *Second Supplemental Declaration of Robert Gordon in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP*. (Dkt. No. 3612, the “**Second Supplemental Declaration**”).

5. On May 5, 2021, I filed the *Third Supplemental Declaration of Robert Gordon in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP*. (Dkt. No. 16685, the “**Third Supplemental Declaration**”).

6. On January 24, 2022, I filed the *Fourth Supplemental Declaration of Robert Gordon in Support of Application of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico for Order Approving the Employment of Jenner & Block LLP*. (Dkt. No. 19663, the “**Fourth Supplemental Declaration**”).

7. In the Original Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration, I stated that I would amend my declaration upon learning that: (a) any of the representations made therein were incorrect, or (b) there was any change of circumstance relating thereto. Accordingly, I now submit this Fifth Supplemental Declaration to supplement, but not to supersede in any way, the Original Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration.

8. Through Jenner & Block's client intake process, the firm has identified the following new connection with respect to one or more matters unrelated to the above-captioned cases:

- a. Jenner & Block has been retained by an individual who is a former principal of Blue Mountain Capital Management, LLC and former employee of Assured Guaranty Corp.

9. The foregoing connection to Blue Mountain Capital Management, LLC and Assured Guaranty Corp. arose after I filed my Fourth Supplemental Declaration.

10. Based on the foregoing and the information contained in the Original Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, and Fourth Supplemental Declaration, I believe that I am, and each Jenner & Block attorney is, a "disinterested person" as that term is defined in 11 U.S.C. § 101(14); that neither I nor any Jenner & Block attorney holds or represents any interest adverse to the Debtors' estates; and that Jenner & Block's attorneys do not represent in other matters parties with any interest adverse to the Debtors' estates, except as otherwise specified in the Original Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, Fourth Supplemental Declaration, and this Fifth Supplemental Declaration. Accordingly, I submit

that Jenner & Block is not disqualified for employment by the Retiree Committee to represent it in these Title III Cases.

11. Jenner & Block informed the Retiree Committee of this connection and the Retiree Committee expressed no concern about it relative to Jenner & Block's continued engagement by the Retiree Committee.

12. I will amend this Declaration promptly upon learning that: (a) any of the representations herein are incorrect, or (b) there is any change of circumstance relating thereto.

I declare under penalty of perjury as provided in 28 U.S.C. § 1746 that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: February 14, 2022

/s/ Robert Gordon
Robert Gordon